



BellSouth Telecommunications, Inc.
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May 23, 2000

Guy M. Hicks
General Counsel

VIA HAND DELIVERY

David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *Petition for Arbitration of BlueStar Networks, Inc. with BellSouth
Telecommunications, Inc. Pursuant to the Telecommunications Act of 1996*
Docket No. 99-00945

Dear Mr. Waddell:

Enclosed are the original and thirteen copies of an Agreed Motion to Modify Schedule
and Procedural Order.

Very truly yours,

Guy M. Hicks

GMH:ch
Enclosure

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Petition for Arbitration of BlueStar Networks, Inc. with BellSouth Telecommunications, Inc. Pursuant to the Telecommunications Act of 1996*

Docket No. 99-00945

**AGREED MOTION TO MODIFY SCHEDULE
AND PROCEDURAL ORDER**

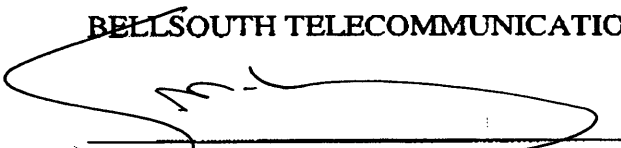
BellSouth Telecommunications, Inc. ("BellSouth") and BlueStar Networks, Inc. ("BlueStar") request that the procedural schedule for this arbitration be modified as set forth below. BellSouth and BlueStar have recently engaged in substantive settlement negotiations regarding the remaining four issues in this arbitration proceeding and believe that a modification of the current schedule would facilitate those settlement discussions. The current schedule provides that responses to discovery are due May 24, 2000; the filing of direct testimony is due on May 31, 2000; and the filing of rebuttal testimony is due on June 7, 2000. No hearing date has been scheduled.

As evidenced by their signatures below, the parties have agreed to a two-week extension of these dates and propose that responses to discovery be filed June 7, 2000; direct testimony be filed June 14, 2000; and rebuttal testimony be filed June 21, 2000. All filings will be made by 2:00 p.m.

For the foregoing reasons, the Tennessee Regulatory Authority should grant the
Agreed Motion to Modify Schedule and Procedural Order.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.



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BLUESTAR NETWORKS, INC.



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APPROVED:

Hon. Gary Hotvedt, Hearing Officer